

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On July 14, 2006, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Notice of Third Quarterly Statement Pursuant to Order Authorizing Retention of Professionals Utilized by Debtors in Ordinary Course of Business (Docket No. 4558) [a copy of which is attached hereto as Exhibit E]

On July 14, 2006, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via overnight delivery:

- 2) Debtors' Objection to Motion of Nutech Plastics Engineering, Inc. of Relief from Automatic Stay (Docket No. 4559) [a copy of which is attached hereto as Exhibit G]

Dated: July 17, 2006

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 17th day of July, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Shannon J Spencer

Commission Expires: 6/20/10

## **EXHIBIT A**

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Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119		212-594-5000	212-967-4258	<a href="mailto:brandonough@teamtogut.com">brandonough@teamtogut.com</a>	Conflicts counsel to Debtors
Traub, Bonaquist & Fox LLP	Wendy G. Marcaro	655 Third Avenue	21st Floor	New York	NY	10017		212-476-4770	212-476-4787	<a href="mailto:DBR@tbfesq.com">DBR@tbfesq.com</a>	Counsel for SPCP Group LLC
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	City Place	35th Floor	Hartford	CT	06103-3488		860-725-6200	860-278-3802	<a href="mailto:jwilson@tylercooper.com">jwilson@tylercooper.com</a>	Counsel for Barnes Group, Inc.
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	585-258-2821	<a href="mailto:hzamboni@underbergkessler.com">hzamboni@underbergkessler.com</a>	Counsel for McAlpin Industries, Inc.
Union Pacific Railroad Company	Mary Ann Kilgore	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	402-501-0127	<a href="mailto:mkilgore@UP.com">mkilgore@UP.com</a>	Counsel for Union Pacific Railroad Company
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222		412-562-2549	412-562-2429	<a href="mailto:divu@steelworkers-usw.org">divu@steelworkers-usw.org</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 353	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	<a href="mailto:msmcelwee@varnumlaw.com">msmcelwee@varnumlaw.com</a>	Counsel for Furukawa Electric North America APD
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008		614-464-6422	614-719-8876	<a href="mailto:rsidman@vssp.com">rsidman@vssp.com</a>	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	614-719-4663	<a href="mailto:ts Cobb@vssp.com">ts Cobb@vssp.com</a>	Counsel for America Online, Inc. and its Subsidiaries and Affiliates
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:EAKleinhaus@wlrk.com">EAKleinhaus@wlrk.com</a>	Counsel for Capital Research and Management Company
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>	Counsel for Capital Research and Management Company
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:david.lemke@walleralaw.com">david.lemke@walleralaw.com</a>	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:robert.welhoelter@walleralaw.com">robert.welhoelter@walleralaw.com</a>	Counsel to Nissan North America, Inc.
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Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	<a href="mailto:gtoering@wni.com">gtoering@wni.com</a>	Counsel for Robert Bosch Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102		817-810-5250	817-810-5255	<a href="mailto:bankruptcy@warnerstevens.com">bankruptcy@warnerstevens.com</a>	Counsel for Electronic Data Systems Corp. and EDS Information Services, L.L.C.
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## **EXHIBIT C**

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King & Spalding, LLP	Alexandra B. Feldman	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	<a href="mailto:afeldman@kslaw.com">afeldman@kslaw.com</a>	Counsel for Martinrea International, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	<a href="mailto:grichards@kirkland.com">grichards@kirkland.com</a>	Counsel for Lunt Manufacturing Company
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	<a href="mailto:mmharner@jonesday.com">mmharner@jonesday.com</a>	Counsel for WL Ross & Co., LLC
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066		312-258-5500	312-258-5600	<a href="mailto:wkohn@schiffhardin.com">wkohn@schiffhardin.com</a>	Counsel for Means Industries
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	<a href="mailto:ddraper@terra-law.com">ddraper@terra-law.com</a>	Counsel for Maxim Integrated Products, Inc.

## **EXHIBIT D**

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Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734		989-385-3230	Corporate Secretary for Professional Technologies Services

## **EXHIBIT E**

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
: (Jointly Administered)  
Debtors. :  
----- x

NOTICE OF THIRD QUARTERLY STATEMENT PURSUANT TO  
ORDER AUTHORIZING RETENTION OF PROFESSIONALS  
UTILIZED BY DEBTORS IN ORDINARY COURSE OF BUSINESS

("NOTICE OF THIRD QUARTERLY ORDINARY  
COURSE PROFESSIONAL STATEMENT")

PLEASE TAKE NOTICE that pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business, dated November 4, 2005 (Docket No. 883), attached hereto is a statement of fees and disbursements for each professional utilized by the Debtors in the ordinary course of business during the period from April 1, 2006 to June 30, 2006.

Dated: New York, New York  
July 14, 2006

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
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- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
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(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Name Of Ordinary Course Professional	Type Of Service	Aggregate Quarterly Compensation For Services Rendered	Aggregate Quarterly Reimbursement Of Expenses	Aggregate Compensation For Services Rendered During Chapter 11 Cases	Aggregate Reimbursement Of Expenses During Chapter 11 Cases
Anne Murphy Patent Services	Legal	\$112	-	\$629	\$8
Arent, Fox, Kintner, Plotkin & Kahn	Legal	-	-	\$7,556	-
Association of Business Advocating Tariff Equity (A.B.A.T.E.)	Legal	\$10,164	-	\$30,043	-
Baker & Daniels	Legal	\$34,031	\$1,506	\$53,380	\$2,414
Baker & McKenzie LLP	Tax and Legal Consulting	\$47,885	\$6	\$76,437	\$409
Barnett Associates, Inc.	Tax Consulting	\$7,500	-	\$21,929	-
Booth Udall, PLC	Legal	-	-	\$1,440	\$661
Brennan Steil & Basting SC	Legal	\$50	-	\$700	\$1
Cadena Law Firm, P.C.	Legal	\$17	\$1	\$293	\$12
Christie, Parker & Hale, LLP	Legal	\$2,909	\$1,002	\$3,700	\$1,291
Ciara Systems, Inc.	Legal	-	-	\$10,350	-
Clark Consulting	Tax Advisory and Advocacy	\$60,000	-	\$80,000	-
Conway McKenzie & Dunleavy Inc.	Legal	-	-	\$3,593	\$173
Couch White, LLP	Legal	\$65,138	\$1,526	\$101,627	\$1,712

Name Of Ordinary Course Professional	Type Of Service	Aggregate Quarterly Compensation For Services Rendered	Aggregate Quarterly Reimbursement Of Expenses	Aggregate Compensation For Services Rendered During Chapter 11 Cases	Aggregate Reimbursement Of Expenses During Chapter 11 Cases
Crew Buchanan	Legal	-	-	\$373	-
Dewitt Ross & Stevens	Legal	\$258	-	\$2,267	\$50
Dickinson Wright P.L.L.C.	Legal	\$113	\$214	\$10,467	\$214
Dinsmore & Shohl, LLP	Legal	\$10,800	\$310	\$17,392	\$310
DLA Piper, Rudnick, Gray, Cary LLP	Legal	-	-	\$6,447	\$191
Drinker Biddle & Reath LLP	Legal	\$4,448	\$20	\$6,277	\$20
DuCharme, McMillan & Associates, Inc.	Tax Compliance	\$17,838	-	\$24,151	\$1,666
Dykema Gossett P.L.L.C.	Legal	\$41,423	\$75	\$45,332	\$1,617
Eldridge Cooper Steichen & Leach, PLLC	Legal	\$120	\$3	\$380	\$3
Ernst & Young AG	Tax and Custom Consultancy	\$16,230	\$298	\$16,230	\$298
Falkowski PLLC	Legal	\$5,100	-	\$10,960	-
Foster, Swift, Collins & Smith, P.C.	Legal	-	-	\$844	\$3
Global Quality Institute	Audit	\$3,000	-	\$8,000	-
Goldberg Segalla LLP	Legal	\$870	-	\$870	-
Gowling Lafleur Henderson LLP	Legal	\$352	-	\$2,580	-
Grant Thornton	Audit and Tax	\$35,532	-	\$35,532	-

Name Of Ordinary Course Professional	Type Of Service	Aggregate Quarterly Compensation For Services Rendered	Aggregate Quarterly Reimbursement Of Expenses	Aggregate Compensation For Services Rendered During Chapter 11 Cases	Aggregate Reimbursement Of Expenses During Chapter 11 Cases
Hamilton, Brown & Babst b/k/a Lamothe & Hamilton, APLC	Legal	\$3,905	\$275	\$9,826	\$301
Hartman & Hartman P.C.	Legal	\$1,725	-	\$5,225	-
Hewitt & Associates	Audit	\$3,971	-	\$52,955	-
Horwood Marcus & Berk	Tax Consulting Services	\$8,788	\$22	\$8,788	\$22
INDIEC Indiana Industrial Energy Consumers, Inc.	Legal	-	-	\$14,450	-
Ivins, Phillips & Barker Chartered	Legal	\$81,737	-	\$89,775	-
J. Gordon Lewis dba J. Gordon Lewis, PLLC	Legal	\$46,970	-	\$103,180	-
Jefferson Wells	Audit	\$122,354	-	\$176,353	\$1,362
Johnston Barton Proctor & Powell LLP	Legal	\$459	\$2	\$3,557	\$15
Keating, Muething & Klekamp, P.L.L.	Legal	\$1,450	-	\$1,450	-
Keefe and Associates	Legal	\$1,250	-	\$17,544	\$920
Kenyon & Kenyon	Legal	\$5,760	\$11	\$13,426	\$98
Kevin P. Weldon	Legal	-	-	\$2,700	-
Kim & Chang	Legal	-	-	\$1,854	-
L.C. Begin & Associates, PLLC	Legal	-	-	\$15,699	\$5,291

Name Of Ordinary Course Professional	Type Of Service	Aggregate Quarterly Compensation For Services Rendered	Aggregate Quarterly Reimbursement Of Expenses	Aggregate Compensation For Services Rendered During Chapter 11 Cases	Aggregate Reimbursement Of Expenses During Chapter 11 Cases
Lathrop & Gage	Legal	\$123	-	\$2,520	\$265
Law Offices of Brian C. Pauls	Legal	\$9,290	\$1,073	\$17,623	\$3,158
Lippert, Humphreys, Campbell, Dust & Humphreys, P.C.	Legal	\$6,380	\$205	\$7,777	\$207
Mark A. Navarre	Legal	\$18,810	\$212	\$44,165	\$1,122
McCarthy, Lebit, Crystal & Liffman Co., L.P.A.	Legal	\$2,044	\$301	\$10,621	\$604
Michael D. Schloff, PLLC	Legal	-	-	\$1,050	\$9
Momsen, Leonardos & Cia	Legal	-	-	\$160	\$85
Neal Gerber & Eisenberg, LLP	Legal	\$27,635	\$1,225	\$39,536	\$1,659
Ogne, Alberts & Stuart, P.C.	Legal	\$108	-	\$326	\$3
Paul, Hastings, Janofsky & Walker LLP	Legal	-	\$35	-	\$35
Phelps Dunbar LLP	Legal	\$15,685	\$1,384	\$52,207	\$50,701
Pillsbury Winthrop Shaw Pittman LLP	Legal	-	-	\$23,869	\$351
Porterfield, Harper & Mills, P.A.	Legal	\$135	-	\$1,719	\$53

Name Of Ordinary Course Professional	Type Of Service	Aggregate Quarterly Compensation For Services Rendered	Aggregate Quarterly Reimbursement Of Expenses	Aggregate Compensation For Services Rendered During Chapter 11 Cases	Aggregate Reimbursement Of Expenses During Chapter 11 Cases
Prichard, Hawkins, Davis & Young, LLP	Legal	\$1,549	\$2,575	\$1,948	\$2,585
Quattlebaum, Groom, Tull & Burrow PLLC	Legal	\$394	-	\$394	-
Reising, Ethington, Barnes Kisselle, P.C.	Legal	\$43,023	\$2,146	\$83,824	\$3,195
Rogitz & Associates	Legal	\$18,000	-	\$19,500	-
Swift Currie McGhee & Hiers, LLP	Legal	\$438	\$2	\$438	\$2
Turner Reid Duncan Loomer & Patton P.C.	Legal	-	-	\$218	\$13
Vorys, Sater, Seymour and Pease LLP	Tax	\$215	-	\$215	-
Ward Norris Heller & Reidy, LLP	Legal	\$200	\$41	\$1,002	\$41
Wax Law Group	Legal	\$14,000	-	\$27,193	-
Wells, Anderson & Race, LLC	Legal	\$496	-	\$524	-
Wimer Law Offices, P.C.	Legal	-	-	\$570	\$4
Wood, Herron & Evans, L.L.P.	Legal	\$4,498	\$1,026	\$14,068	\$2,756
Wooden & McLaughlin, LLP	Legal	\$385	-	\$10,377	\$342

Name Of Ordinary Course Professional	Type Of Service	Aggregate Quarterly Compensation For Services Rendered	Aggregate Quarterly Reimbursement Of Expenses	Aggregate Compensation For Services Rendered During Chapter 11 Cases	Aggregate Reimbursement Of Expenses During Chapter 11 Cases
Young & Basile P.C.	Legal	\$13,627	\$104	\$23,870	\$2,921
Yuasa & Hara	Legal	\$87,378	\$8,239	\$87,378	\$8,239

## **EXHIBIT F**

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Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI 48098	248-813-2000	248-813-2670	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Debtors
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY 10004	212-859-8000	212-859-4000	<a href="mailto:rodbuie@ffhsj.com">rodbuie@ffhsj.com</a> <a href="mailto:sliviri@ffhsj.com">sliviri@ffhsj.com</a>	Counsel to Equity Security Holders Committee
JPMorgan Chase Bank, N.A.	Thomas F. Maher, Richard Duker, Gianni Russello	270 Park Avenue		New York	NY 10017	212-270-0426	212-270-0430	<a href="mailto:thomas.f.maher@chase.com">thomas.f.maher@chase.com</a> <a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a> <a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a>	Postpetition Administrative Agent
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## **EXHIBIT G**

**Hearing Date: July 19, 2006**  
**Hearing Time: 10:00 a.m. (Prevailing Eastern Time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
:  
: (Jointly Administered)  
Debtors. :  
-----x

DEBTORS' OBJECTION TO MOTION  
OF NUTECH PLASTICS ENGINEERING, INC.  
FOR RELIEF FROM AUTOMATIC STAY

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the motion of NuTech Plastics Engineering, Inc. ("NuTech") for relief from the automatic stay, dated July 3, 2006 (the "Motion") (Docket No. 4436). In support of the Objection, the Debtors respectfully represent as follows:

Preliminary Statement

1. The Motion should be denied because NuTech has not shown adequate cause for relief from the automatic stay. NuTech seeks stay relief merely to establish liability on its general, unsecured proof of claim for \$13,957,130 in breach-of-contract damages, by continuing its prepetition litigation against one of the Debtors in a different forum. The Court should deny NuTech's Motion because, among other reasons, NuTech's contract claim should be resolved through an orderly claims adjudication process with all other general unsecured claims, the Debtors have no insurance coverage for this claim, and the Debtors should not be unnecessarily distracted from the reorganization process.

2. NuTech's failure to establish cause is aptly illustrated by its election to wait nearly nine months to seek stay relief. The Motion reveals no change in circumstances during that time, other than NuTech's desire to have its claim determined before others, at a time and in a forum of its choosing. The Debtors should not be forced to divert their attention from their current endeavors to appease NuTech. To permit adjudication of NuTech's claims at this time would improperly prefer this unsecured

creditor over other holders of disputed, unliquidated claims and would encourage other similarly situated parties to follow suit. Because the Debtors are parties to more than 200 active and threatened lawsuits throughout the country, the Debtors could be inundated with similar motions from numerous litigation claimants if the stay were lifted here. This would force the Debtors to reallocate needed resources to defend against numerous motions to modify the automatic stay rather than focus on restructuring efforts to emerge from chapter 11 as soon as possible.

3. In light of the significant issues currently facing the Debtors, they simply should not be forced to litigate prepetition claims now with NuTech or any other similarly situated claimant. In fact, this type of costly distraction is precisely what Congress intended to halt through the automatic stay. Permitting a modification of the stay at this time to allow NuTech to proceed against Delphi with its litigation would undermine the protections afforded by Congress to a chapter 11 debtor.<sup>1</sup>

#### Background

##### A. NuTech's General Unsecured Claim

4. The NuTech proof of claim for \$13,967,130<sup>2</sup> "involves two straightforward claims for breach of contract and promissory estoppel against" the Debtors and GM. (NuTech Affidavit of Jay Schwartz (the "Schwartz Aff.") ¶ 3.) The

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<sup>1</sup> As discussed below, NuTech expresses concern that a key witness relating to its claim has medical problems that may affect his ability to present testimony when required by the parties. The Debtors share that concern and request that the Court permit the parties to perpetuate the testimony of that witness in anticipation of the claims reconciliation process.

<sup>2</sup> NuTech's proof of claim dated November 22, 2005 has apparently been filed twice, as claim number 871 and claim number 1279. Although the two proofs of claim appear to be identical and duplicative, each has a "received" date that is roughly a month apart and thus the claims agent has docketed each separately.

claim arises out of an alleged breach of a contract (the "Contract") under which Delphi Automotive Systems L.L.C. ("DAS")<sup>3</sup> and General Motors Corporation ("GM" and, together with DAS, the "Defendants") allegedly agreed to purchase automotive parts from NuTech. In addition, NuTech asserts an additional theory of recovery based on promissory estoppel for NuTech's purported expansion of its manufacturing capability in reliance on the Defendants' representations with respect to the Contract.

5. NuTech filed its Complaint on December 20, 2002 in the Genesee County Circuit Court in Flint, Michigan. The same counsel represented both DAS and GM. The case was originally assigned to the Honorable Robert M. Ransom. The action was scheduled to begin trial on November 22, 2005. After DAS advised the state court of the bankruptcy filing, the Honorable Thomas L. Brown, serving as an interim judge in the action, advised the parties via telephone conference that the action against GM could only proceed if NuTech dismissed DAS as a defendant. Judge Brown stated that otherwise NuTech would have to wait until the conclusion of the Debtors' bankruptcy cases to proceed to trial. (See Schwartz Aff. Ex. A-7 (Judge Brown's written order dated November 21, 2005).) Although the Motion asserts that Judge Brown stayed the action against GM based on the automatic stay, the written order does not reference the automatic stay. To the contrary, the Debtors' understanding is that Judge Brown issued the order for reasons of judicial economy (*i.e.*, he would not hear separate trials against DAS and GM), not because he believed that the automatic stay in the Debtors' case

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<sup>3</sup> NuTech's Motion and underlying Complaint (as defined hereinafter) were filed against GM and "Delphi Automotive Systems USA, L.L.C. dba Delphi Automotive Systems, L.L.C." The Contract, however, was entered into by "Delphi Automotive Systems L.L.C.," which is the correct name of the appropriate Debtor entity.

applied to GM. (See November 3, 2005 Letter to Judge Brown, annexed to Affidavit of Arthur R. Lippert, Jr. (filed concurrently with this Objection as Exhibit A)).

B. The Debtors' Reorganization Cases

6. Almost nine months after Judge Brown issued the order, NuTech filed its Motion on July 3, 2006, seeking relief from the automatic stay "in all respects" to proceed with the litigation. Alternatively, NuTech seeks an order lifting the automatic stay to allow NuTech to proceed against GM alone.

7. The deadline for creditors to file proofs of claim in these cases (the "Bar Date") has not yet passed and the Debtors will require sufficient time after the Bar Date to analyze and reconcile the claims. So far, as of the week of this Objection, creditors have filed more than 9,000 proofs of claim. The Debtors intend to reconcile every filed proof of claim, but NuTech's claim is no different than any other claim and does not warrant priority treatment. Even if the Court were to allow the NuTech litigation to go forward, and even if NuTech were ultimately successful, its judgment would still remain unpaid until the Debtors confirm their plan of reorganization. NuTech provides no reason why its claim should be reconciled now in state court, instead of through an orderly claims adjudication process along with all other similarly situated claims.

8. To properly defend the estates against NuTech's claim, the Debtors would need to allocate resources that would otherwise be used in their restructuring efforts. Indeed, the Debtors' in-house attorneys were involved in this suit and most other litigation against the Debtors. Continuation of this suit would be a distraction from the Debtors' focus on reorganizing. This would be detrimental to all the Debtors'

stakeholders because the Debtors are at a critical stage of these highly complex chapter 11 cases, and all of their resources are and should be focused on maintaining their operations and implementing the Delphi transformation plan.

9. Indeed, on March 31, 2006, the Debtors announced their strategy to prepare for their return to stable, profitable business operations through a broad-based global restructuring. In furtherance of the Debtors' restructuring efforts, on May 9, 2006, the hearing commenced on the Debtors' motion for authority to reject U.S. labor agreements and to modify retiree benefits under sections 1113 and 1114 of the Bankruptcy Code (the "1113/1114 Motion"). On June 6, 2006, the Court adjourned the hearing on the 1113/1114 Motion until August 11, 2006, to allow the Debtors additional time to focus on reaching a consensual resolution with the unions and GM. Moreover, the Debtors expect to commence the hearing on their motion for authority to reject certain unprofitable supply contracts with GM on August 15, 2006, after the hearing on the 1113/1114 Motion has concluded. The Debtors are also preparing to implement other aspects of their transformation plan including streamlining the Debtors' product portfolio, transforming the Debtors' salaried workforce to ensure that the Debtors' organizational and cost structure is competitive, and devising a workable solution to the Debtors' current pension issues. The resolution of these matters, which will require the Debtors' undivided attention, is key to the Debtors' ability to complete its U.S.-based restructuring and emerge from chapter 11.

#### Argument

10. The automatic stay imposed by section 362 of the Bankruptcy Code is one of the most fundamental and significant protections that the Bankruptcy

Code affords a debtor. Midlantic Nat'l Bank v. N.J. Dep't of Envt'l. Prot., 474 U.S. 494, 503 (1986); see also In re Drexel Burnham Lambert Group Inc., 113 B.R. 830, 837 (Bankr. S.D.N.Y. 1990) ("[A]utomatic stay is key to the collective and preservative nature of a bankruptcy proceeding."). The automatic stay is designed to, among other purposes, give the debtor a "breathing spell" after the commencement of a chapter 11 case and shield the debtor from creditor harassment and a multitude of litigation in a variety of forums at a time when the debtor's personnel should be focusing on restructuring. See Taylor v. Slick, 178 F.3d 698, 702 (3d Cir. 1999), cert. denied, 528 U.S. 1079 (2000); In re Enron Corp., 300 B.R. 201 (Bankr. S.D.N.Y. 2003).

11. The automatic stay broadly extends to all matters that may have an effect on a debtor's estate, enabling bankruptcy courts to ensure that debtor has the opportunity to rehabilitate and reorganize its operations. See Manville Corp. v. Equity Sec. Holders Comm. (In re Johns-Manville Corp.), 801 F.2d 60, 62-64 (2d Cir. 1986); see also Fid. Mortgage Investors v. Camelia Builders, Inc., 550 F.2d 47, 53 (2d Cir. 1976) ("Such jurisdiction is necessary 'to exclude any interference by the acts of others or by proceedings in other courts where such activities or proceedings tend to hinder the process of reorganization.'") (citation omitted); AP Indus. Inc. v. SN Phelps & Co. (In re AP Indus., Inc.), 117 B.R. 789, 798 (Bankr. S.D.N.Y. 1990) ("The automatic stay prevents creditors from reaching the assets of the debtor's estate piecemeal and preserves the debtor's estate so that all creditors and their claims can be assembled in the bankruptcy court for a single organized proceeding.").

12. Section 362(d)(1) of the Bankruptcy Code provides that the court may grant relief from the automatic stay "for cause." In Sonnax Indus. v. Tri Component

Prods. Corp. (*In re Sonnax Indus., Inc.*), 907 F.2d 1280, 1285 (2d Cir. 1990), the Court of Appeals explained the burden-shifting regime on a motion to modify the automatic stay:

The burden of proof on a motion to lift or modify the automatic stay is a shifting one. Section 362(d)(1) requires an initial showing of cause by the movant, while Section 362(g) places the burden of proof on the debtor for all issues other than "the debtor's equity in property," 11 U.S.C. § 362(g)(1). See 2 Collier on Bankruptcy ¶ 362.10, at 362-76. If the movant fails to make an initial showing of cause, however, the court should deny relief without requiring any showing from the debtor that it is entitled to continued protection.

13. "If the movants fail to make an initial showing of cause . . . the court should deny relief without requiring any showing from the debtor that it is entitled to continued protection." In re Sonnax Indus., Inc., 907 F. 2d at 1285; see also In re Metro Transp. Co., 82 B.R. 351, 353 (Bankr. E.D. Pa. 1988) (noting that to obtain stay relief, unsecured creditors face difficult task of producing evidence to establish balance of hardships tips in their favor). Moreover, during the period when debtors still retain the exclusive right to formulate a plan of reorganization, "an unsecured, unliquidated claim holder should not be permitted to pursue litigation against the debtor in another court unless extraordinary circumstances are shown." See In re Pioneer Commercial Funding Corp., 114 B.R. 45, 47-48 (Bankr. S.D.N.Y. 1990) (citing In re Sonnax Indus., Inc., 99 B.R. 591, 595 (D. Vt. 1989), aff'd, 907 F.2d 1280 (2d Cir. 1990)); June 19, 2006 Transcript at 44-45 ("it's recognized by the Courts in this district that relief from the automatic stay to pursue the liquidation of an unsecured claim is unusual, and extraordinary circumstances normally need to be shown.").<sup>4</sup>

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<sup>4</sup> NuTech asserts that the Second Circuit's In re Sonnax Indus., Inc.'s decision has "superseded" In re Pioneer Commercial Funding Corp.'s observation that unsecured, unliquidated claims should not be

14. This Court is given sound discretion to evaluate the propriety of lifting the stay. In re Sonnax Indus., Inc., 907 F.2d at 1287. Courts have traditionally used multifactor tests to determine whether cause exists to modify or lift the automatic stay. The Second Circuit has used a twelve-factor lift stay test articulated in the In re Sonnax Indus., Inc. decision. In re Sonnax Indus., Inc. sets forth the following list of twelve factors (the "Sonnax Factors") that should be considered when deciding whether the stay should be lifted to allow litigation against a debtor to continue in another forum:

(1) whether relief would result in a partial or complete resolution of the issues; (2) lack of any connection with or interference with the bankruptcy case; (3) whether the other proceeding involves the debtor as a fiduciary; (4) whether a specialized tribunal with the necessary expertise has been established to hear the cause of action; (5) whether the debtor's insurer has assumed full responsibility for defending it; (6) whether the action primarily involves third parties; (7) whether litigation in another forum would prejudice the interests of other creditors; (8) whether the judgment claim arising from the other action is subject to equitable subordination; (9) whether movant's success in the other proceeding would result in a judicial lien avoidable by the debtor; (10) the interests of judicial economy and the expeditious and economical resolution of litigation; (11) whether the parties are ready for trial in the other proceeding; and (12) impact of the stay on the parties and the balance of harms.

Id. at 1286. See also In re Curtis, 40 B.R. 795, 799–800 (Bankr. D. Utah 1984). All twelve factors will not be relevant in every case, Mazzeo v. Lenhart (In re Mazzeo), 167 F.3d 139, 143 (2d Cir. 1999), nor must the Court afford equal weight to each of the

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prosecuted in another court absent extraordinary circumstances. (NuTech Memo. at ¶ 10.) But nothing in In re Sonnax Indus., Inc. alters the structure of the Bankruptcy Code, which provides that proofs of claim will be filed and allowed or disallowed in the bankruptcy court, see 11 U.S.C. §§ 501–502, 28 U.S.C. § 157(b)(2)(B), or alters the proposition that unsecured, unliquidated claims should be allowed or disallowed in the bankruptcy court. Any exception is and ought to be an extraordinary circumstance during the period when a chapter 11 debtor retains the exclusive right to file and solicit a plan. Certainly, nothing in In re Sonnax Indus., Inc.'s discussion of its 12 factors or stay relief generally indicated that it was overruling any prior decision. To the contrary, it affirmed the lower court, whose decision was cited by In re Pioneer Commercial Funding Corp. for the very proposition that extraordinary circumstances should be present before such stay relief is granted. In re Sonnax Indus., Inc., 907 F.2d 1280, aff'g 99 B.R. 591, 595 (D. Vt. 1989) (cited by In re Pioneer Commercial Funding Corp., 114 B.R. 45, 47 (Bankr. S.D.N.Y. 1990)).

twelve factors. See Burger Boys, Inc. v. S. St. Seaport Ltd. P'ship (In re Burger Boys, Inc.), 183 B.R. 682, 688 (S.D.N.Y. 1994).

15. The relevant Sonnax Factors with regard to this Motion are (i) lack of any connection with or interference with the bankruptcy case; (ii) whether the debtors' insurer has assumed full responsibility for defending them; (iii) whether the parties are ready for trial in the other proceeding; (iv) whether litigation in another forum would prejudice the interests of other creditors; and (v) impact of the stay on the parties and the balance of harms. As demonstrated below, NuTech has not, and indeed cannot, carry the burden of establishing that sufficient cause exists to lift the automatic stay. Accordingly, the Motion should be denied.

I. Lifting The Stay Would Unnecessarily Interfere With The Debtors' Restructuring Efforts

16. Because the Debtors are parties to more than 200 active and threatened lawsuits across the country, lifting the automatic stay for NuTech presumably would encourage other parties with general unsecured litigation claims against the Debtors to seek similar relief, thereby forcing the Debtors to defend against numerous motions to modify the automatic stay. This result would be contrary to the fundamental principles set forth by Congress as a basis for the automatic stay. See, e.g., LTV Steel Co. v. Bd. of Educ. (In re Chateaugay Corp.), 93 B.R. 26, 30 (S.D.N.Y. 1988) (noting that automatic stay is intended to prevent "chaotic and uncontrolled scramble for the debtor's assets in a variety of uncoordinated proceedings in different courts"); Midlantic Nat'l Bank, 474 U.S. at 503; In re Drexel Burnham Lambert Group, Inc., 113 B.R. at 837.

17. Furthermore, as noted above, the Bar Date has not yet passed and the Debtors have not yet begun their comprehensive analysis of the more than 9,000 proofs of claim that have been filed so far. NuTech offers no reasons in its Motion why the Debtors should have to deal with this claim now and outside of the usual claims adjudication process. NuTech waited almost nine months to seek this relief and offers no reason why the litigation must go to trial now. (The problem of preserving the testimony of an ailing witness, as discussed below, does not require the remedy of a trial.)

18. In addition to the reasons set forth above, the Debtors and their estates would be prejudiced if the automatic stay were modified now to permit the NuTech litigation to proceed. The Debtors are in the midst of critical negotiations with their unions and GM to address numerous issues regarding U.S. legacy liabilities and operational restrictions driven by collective bargaining agreements. In furtherance of these efforts, and as stated above, the Debtors commenced the prosecution of their 1113/1114 Motion seeking authority to reject U.S. labor agreements. In addition, the Debtors also intend to prosecute their motion to reject unprofitable supply contracts with GM.

19. Allowing NuTech to proceed with its litigation at this time will distract the Debtors from critical issues facing them and will thus cause significant prejudice to the Debtors' estates. In re U.S. Brass Corp., 173 B.R. 1000, 1006 (Bankr. E.D. Tex. 1994) ("When balancing the hardships in lifting the stay, the most important factor is the effect of such litigation on the administration of the estate; even slight interference with the administration may be enough to preclude relief.") (citing In re Curtis, 40 B.R. 795, 806 (Bankr. D. Utah 1984)); see In re Comdisco, 271 B.R. at 280

(finding that "it would be irresponsible and subversive of the purpose of the automatic stay to allow any resources and attention of the Debtor to be diverted to other matters not directly related to its reorganization"). Denying NuTech's Motion is consistent with one of the purposes of the automatic stay, which is to allow the Debtors breathing space. See, e.g., In re Enron Corp., 300 B.R. at 211 (finding that "[t]he purpose of the automatic stay is to give the debtor a breathing spell from creditors") (citations omitted).

**II. The Debtors And Their Creditors Will Be Prejudiced Because The Debtors Do Not Have Insurance To Cover The Liability Asserted By NuTech**

20. The Debtors have no insurance coverage for the NuTech claim and thus, the continuation of the NuTech litigation will directly affect the Debtors and their estates to the detriment of all other creditors. All costs associated with defending the action and any liability that may ultimately arise on account of the action would be borne directly by the Debtors to the detriment of their stakeholders. As a result, the Debtors and their estates would be prejudiced if the automatic stay were modified to permit the NuTech litigation to proceed at this point in these chapter 11 cases.

**III. Whether The Parties Were Ready For Trial Is Not Dispositive Because Of The Nature Of The NuTech Claim**

21. Although the parties may have been six weeks from trial as of the Petition Date, GM may need to retain its own counsel and may not be ready for trial by NuTech's anticipated September 2006 trial date. Yet even if counsel were ready,<sup>5</sup> this

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<sup>5</sup> According to the Schwartz Affidavit, if this Court were to allow the NuTech litigation to proceed, it would proceed before a new judge, the Honorable Joseph J. Farah.

factor alone should not outweigh the other factors that favor a resolution of general unsecured claims through the usual claims reconciliation process.

22. NuTech contends that the In re Burger Boys, Inc. decision demonstrates that relief from stay is appropriate because its contract claim is non-core, subject to mandatory abstention, and was on the eve of a state-court trial as of the Petition Date. (NuTech Memo. at ¶ 4, citing In re Burger Boys, Inc., 183 B.R. at 688.) In re Burger Boys, Inc., however, involved a non-core breach of contract adversary proceeding commenced by the debtor against its landlord, which the district court concluded was subject to mandatory abstention under 28 U.S.C. §1334(c)(2). Id. at 685-87. Because the debtor was required to prosecute the contract claim as a counterclaim in state court (due to abstention), the district court granted stay relief to the landlord to proceed on its state court eviction proceeding as well. Here, however, NuTech's contract claim is a core proceeding, see 28 U.S.C. § 157(b)(2)(B) ("allowance . . . of claims against the estate"), which is not subject to mandatory abstention. Nor are the Debtors proceeding against NuTech in any nonbankruptcy forum (due to abstention or otherwise), which would weigh in favor of permitting NuTech also to proceed in a nonbankruptcy forum. Nothing in In re Burger Boys, Inc. supports NuTech's request to liquidate its claim in state court.

IV. The Balance Of The Harms Weighs In Favor Of  
Denying NuTech's Motion

23. In stark contrast to the substantial prejudice that the Debtors and the Debtors' other creditors similarly situated with NuTech would suffer, NuTech cannot demonstrate that it would be prejudiced if the Motion were denied. NuTech has waited nine months to file the Motion, but shows no prejudice arising during those nine months.

Nor does NuTech demonstrate any prejudice that might arise between now and the resolution of its claim through claims reconciliation process. NuTech will face only the ordinary delay that all creditors face in complex chapter 11 cases. See In re Comdisco, 271 B.R. at 277-80 (finding that "the automatic stay almost always delays litigants . . . [t]hat, after all, is its purpose, and the reason they call it a 'stay'"). NuTech simply would experience the creditor delay that is inherent in the bankruptcy process, and is an unavoidable—and intended—consequence of the automatic stay.

V. The Relief Requested Is Overly Broad

24. The proposed order (the "Proposed Order") that NuTech submitted in connection with its Motion states "that the automatic stay be, and the same hereby is, vacated, annulled and terminated in all respects as it applies to NuTech's claims against Debtor . . ." (Proposed Order at 2.) Such relief is obviously too expansive. Even if this Court were to lift the automatic stay so the NuTech litigation could continue, NuTech should be limited to liquidating its claim by prosecuting the state court litigation to entry of a money judgment, but NuTech should not be permitted to enforce or otherwise recover on any such judgment. NuTech must await confirmation of the Debtors' reorganization plan before it may receive any distribution on account of its prepetition claim.

VI. The Parties Should Be Permitted To Perpetuate The Testimony Of John Mailey

25. The Motion references the health problems of one of NuTech's key witnesses, John Mailey. Granting stay relief and forcing the Debtors to trial, however, is an unnecessarily broad remedy for this problem. But the Debtors share NuTech's desire to ensure the availability of Mr. Mailey's testimony for their anticipated objection to

NuTech's proof of claim. Accordingly, the Debtors request that the Court designate Mr. Mailey as a person whose deposition may be taken on the subject of NuTech's claims, under Rule 27 of the Federal Rules of Civil Procedure, as made applicable by Rules 7027 and 9014(c) of the Federal Rules of Bankruptcy Procedure.

VII. The Automatic Stay Generally Does Not Apply To Non-Debtor Third Parties

26. Finally, the Debtors do not oppose NuTech's contention that the automatic stay generally does not apply to third party non-debtors such as GM.<sup>6</sup>

Conclusion

27. A balancing of the competing interests of the Debtors and NuTech demonstrates that the automatic stay should not be modified to permit NuTech to proceed with the NuTech litigation at this critical stage of these chapter 11 cases. NuTech fails to meet the burden of establishing that sufficient cause exists to lift the automatic stay. For the reasons set forth above, the Motion should be denied, other than permitting the deposition of Mr. Mailey.

Notice

28. Notice of this Objection has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

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<sup>6</sup> GM has asserted that it has a right of indemnification from the Debtors for its defense costs and any liability that might arise out of the NuTech litigation.

Memorandum Of Law

29. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (i) designating John Mailey as a person whose deposition may be taken on the subject of NuTech's claims, (ii) denying all other aspects of the Motion, and (iii) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
July 14, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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Exhibit A

**Hearing Date: July 19, 2006**  
**Hearing Time: 10:00 a.m. (Prevailing Eastern Time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:  
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
:  
: (Jointly Administered)  
Debtors. :  
-----x

DECLARATION OF ARTHUR T. LIPPERT, JR.

I, Arthur T. Lippert, Jr., declare:

I am the attorney of record for the defendants in the case styled as NuTech  
Plastics Engineering, Inc. vs. General Motors Corporation and Delphi Automotive  
Systems USA, L.L.C. dba Delphi Automotive Systems, L.L.C., Case No. 02-075335-CK,  
pending in Circuit Court for the County of Genesee, Michigan.

The letter annexed hereto, dated November 3, 2005, is a true and correct  
copy of the letter I submitted on the same date to the Honorable Thomas L. Brown,  
Circuit Court Judge, regarding the NuTech case.

I declare under penalty of perjury that the foregoing is true and correct.  
Executed in on July 14, 2006 in Saginaw, Michigan.

/s/ Arthur T. Lippert, Jr.  
Arthur T. Lippert, Jr.

November 3, 2005

Honorable Thomas L. Brown  
Genesee County Courthouse  
900 S. Saginaw St.  
Flint, MI 48502

RE: Nu-Tech Plastics Engineering, Inc. v. General Motors Corporation,  
and Delphi Automotive Systems USA, L.L.C.,  
Case No. 02-075335-CK

Dear Judge Brown:

I represent General Motors Corporation and Delphi Automotive Systems in an action brought in the Genesee County Circuit Court by NuTech Plastics Engineering, Inc. It is case no. 02-075335-CK.

On October 13, 2005, I filed a notice that Chapter 11 bankruptcy proceedings had been filed in the United States Bankruptcy Court for the Southern District of New York. An automatic stay of all the legal proceedings against Delphi is in effect as provided by Section 362 of the bankruptcy code.

The NuTech action also names General Motors as a defendant. General Motors is not effected by this stay. The case is docketed for trial in your court on November 22, 2005. I think it might be helpful for all concerned if counsel can meet with you in advance of that date to determine what action may be appropriate in these circumstances.

Your consideration of this request is appreciated.

Very truly yours,  
LIPPERT, HUMPHREYS, CAMPBELL,  
DUST & HUMPHREYS, P.C.

A.T. LIPPERT, JR.

ATL:kkp